

AUG 27 1979 - 11 15 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that EMONS RAILCAR CORP. a New York corporation, with its principal place of business at 490 East Market Street, York, Pennsylvania 17403 ("Seller") for and in consideration of the sum of One Dollar (\$1.00) lawful money of the United States of America and other valuable consideration to it paid by Emons Industries, Inc., a New York corporation, with its principal place of business at 490 East Market Street, York, Pennsylvania 17403 ("Purchaser"), the receipt whereof is hereby acknowledged, has granted, bargained, sold and by these presents does grant, bargain, sell, convey and deliver unto the said Purchaser, its successors and assigns, all of the following goods, chattels and property, to wit:

Sixty (60) seventy ton, fifty foot boxcars bearing the markings MPA 7714 through 7749, inclusive, and MPA 37750 through 37773, inclusive.

TO HAVE AND TO HOLD the said goods, chattels and property unto the said Purchaser, its successors and assigns, to and for its own forever.

The Seller warrants to the Purchaser, its successors and assigns, that the title to the said goods, chattels and property hereby vested in the Purchaser is good and marketable title, free and clear of all liens, security interests, claims, encumbrances and rights of others, and the Seller agrees that it will, and will cause its successors and assigns to, warrant and defend such title against the claims and demands of all persons whomsoever.

IN WITNESS WHEREOF, Seller has caused its corporate seal to be hereto affixed and has caused these presents to be executed in its behalf by its authorized signatory, this 24th day of August, 1979.

EMONS RAILCAR CORP.

By Robert L. Gassman

STATE OF NEW YORK)

: SS.:

COUNTY OF NEW YORK)

On this 24th day of August 1979, before me personally appeared ROBERT GROSSMAN, to me personally known, who, being by me duly sworn, says that he is the Vice President and Assistant Secretary of EMONS RAILCAR, CORP., the corporation described in and which executed the foregoing instrument; that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of the By-laws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission Expires:


NOTARY PUBLIC

JOHN F. TRIGGS

Notary Public, State of New York

No. 31-9379700

Qualified in New York County

Commission Expires March 30, ~~1979~~
1980